

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF OHIO**

JORDAN ROSENBLATT, Individually and)	
On Behalf of All Others Similarly Situated,)	
)	
Plaintiff,)	Case No. 1:18-cv-00315-MRB
)	
v.)	JURY TRIAL DEMANDED
)	
INFINITY PROPERTY AND CASUALTY)	CLASS ACTION
CORPORATION, JAMES R. GOBER,)	
GLEN N. GODWIN, VICTOR THOMAS)	
ADAMO, RICHARD J. BIELEN, ANGELA)	
BROCK-KYLE, TERESA A. CANIDA,)	
HAROLD E. LAYMAN, E. ROBERT)	
MEANEY, JAMES L. WEIDNER, SAMUEL)	
J. WEINHOF KEMPER CORPORATION,)	
and VULCAN SUB, INC.,)	
)	
Defendants.)	

STIPULATION AND [PROPOSED] ORDER OF DISMISSAL

WHEREAS, on May 7, 2018 plaintiff Jordan Rosenblatt (“Rosenblatt”) filed a Complaint for violation of the Securities Exchange Act of 1934 (the “Complaint”) in the above-captioned action (the “Action”) against Infinity Property and Casualty Corporation (“Infinity”), James R. Gober, Glen N. Godwin, Victor Thomas Adamo, Richard J. Bielen, Angela Brock-Kyle, Teresa A. Canida, Harold E. Layman, E. Robert Meaney, James L. Weidner, Samuel J. Weinhoff Kemper Corporation (“Kemper”), and Vulcan Sub, Inc. (collectively, “Defendants”);

WHEREAS, the Complaint alleged violations of the Securities Exchange Act of 1934 in connection with the Defendants’ joint proxy statement/prospectus contained in the Form S-4 Registration Statement Defendants filed with the United States Securities and Exchange Commission (“SEC”) on April 4, 2018 (subsequently amended on April 24, 2018 (the “Registration Statement”) in connection with a transaction where the minority shares of common

stock of Infinity were acquired by defendant Kemper and his affiliated entities (the “Transaction”);

WHEREAS, on May 22, 2018, Defendants filed a Form 8-K with the SEC that included additional information relating to the Transaction that addressed and mooted Plaintiff’s claims regarding the sufficiency of the disclosures in the Registration Statement (the “Mooted Claims”);

WHEREAS, Plaintiff’s counsel intends to assert a claim for mootness fees and expenses in connection with the Mooted Claims (the “Fee Application”), and seek Court intervention if the parties cannot resolve Plaintiff’s Fee Application;

WHEREAS, all of the Defendants in the Action reserve all rights, arguments, and defenses, including the right to oppose any potential Fee Application;

WHEREAS, no class has been certified in the Action;

WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend that no claim asserted in the Action was meritorious;

NOW, THEREFORE, upon consent of the parties and subject to the approval of the Court:

IT IS HEREBY ORDERED this _____ day of _____, 2018 that:

1. All claims asserted in the Action are dismissed, with prejudice as to Plaintiff only.
All claims on behalf of the putative class are dismissed without prejudice.
2. Because the dismissal is with prejudice as to Plaintiff only, and not on behalf of a putative class, notice of this dismissal is not required.
3. The Court retains jurisdiction of the Action solely for the purpose of determining Plaintiff’s anticipated Fee Application, if filed.

4. This Order is entered without prejudice to any right, position, claim, or defense any party may assert with respect to the Fee Application, which includes the Defendants' right to oppose the Fee Application.

5. To the extent that the parties are unable to reach an agreement concerning the Fee Application, they may contact the Court regarding a schedule and hearing to present such application to the Court.

6. Upon completion of briefing, the parties shall promptly contact the Court to schedule argument regarding Plaintiff's Fee Application at a time convenient to the Court.

7. If the parties reach an agreement concerning the Fee Application, they shall notify the Court. Upon such notification, the Court will close the Action

Dated: August 3, 2018

**LAW OFFICES OF JOHN C.
CAMILLUS, LLC**

By: /s/ John C. Camillus

John C. Camillus
P.O. Box 141410
Columbus, OH 43214
Telephone: (614) 558-7254
Email: jcamillus@camilluslaw.com

Attorneys for Plaintiff

OF COUNSEL:

RIGRODSKY & LONG, P.A.
300 Delaware Avenue, Suite 1220
Wilmington, DE 19801
Telephone: (302) 295-5310

RM LAW, P.C.
1055 Westlakes Drive, Suite 300
Berwyn, PA 19312
Telephone: (484) 324-6800

Dated: August 3, 2018

**KEATING MUETHING & KLEKAMP
PLL**

By: /s Michael L. Scheier

Michael L. Scheier
One East 4th Street, Suite 1400
Cincinnati, OH 45202
Telephone: (513) 579-6952
Email: MSCHEIER@KMKLAW.com

*Attorneys for Defendants Infinity Property
and Casualty Corporation, James R.
Gober, Glen N. Godwin, Victor Thomas
Adamo, Richard J. Bielen, Angela Brock-
Kyle, Teresa A. Canida, Harold E.
Layman, E. Robert Meaney, James L.
Weidner, and Samuel J. Weinhoff*

Dated: August 3, 2018

SIDLEY AUSTIN LLP

By: /s Jim Ducayet

Jim Ducayet
One South Dearborn
Chicago, IL 60603
Telephone: (312) 853-7621
Email: JDUCAJET@SIDLEY.COM

*Attorneys for Defendants Kemper
Corporation and Vulcan Sub, Inc.*

IT IS SO ORDERED this _____ day of _____, 2018.

UNITED STATES DISTRICT JUDGE